

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

---

In re:

PFG ASPENWALK, LLC,

Debtor.

Chapter 11

Case No. 10-47089-RJK

---

**AFFIDAVIT OF STAN CLAUSON IN CONNECTION WITH THE  
DEBTOR'S MOTION FOR ORDER AUTHORIZING THE ENLARGEMENT OF THE  
DEBTOR'S DEADLINE TO OBTAIN CONFIRMATION OF A PLAN**

---

STATE OF COLORADO                    )  
  ss.:  
COUNTY OF PITKIN                    )

Stan Clauson, being first duly sworn upon oath, states as follows:

1. I serve as President of Stan Clauson Associates, Inc. and I make this affidavit under penalty of perjury, in connection with the Debtor's Motion for Order Authorizing the Enlargement of the Debtor's Deadline to Obtain Confirmation of a Plan (the "Motion"). All capitalized terms not defined herein shall have the meaning set forth in the Motion.

2. I formerly served as Community Development Director for the City of Aspen Community Development Department, and now operate as a private consultant for parties attempting to obtain approval of various land planning issues from public review boards, including the Aspen Planning and Zoning Commission (the "Commission") and Aspen City Council ("City Council").

3. I have been retained by the Debtor to serve as its local consultant in Aspen, Colorado. In this capacity, I am acting as the Debtor's advocate in its attempt to obtain approval

from the Commission and City Council related to the proposed planned unit development for the Project.

4. Before the Debtor could begin the Project, it had to obtain both Conceptual Planned Unit Development (“Conceptual PUD”) approval and Final Planned Unit Development (“Final PUD”) approval (collectively, “Preliminary Government Approvals”) for the Project from the City Council.

5. In or around October 2007, the Debtor submitted an application to the City Council requesting Conceptual PUD approval for the Project.

6. On or about October 27, 2008, the City Council passed Resolution No. 74, granting Conceptual PUD approval for the Debtor’s Project.

7. Conceptual PUD approval for the Project was to expire on or about October 29, 2009. In or around September 2009, the Debtor submitted a request to the City Council for a one-year extension of the Conceptual PUD approval.

8. On or about October 13, 2009, the City Council granted the Debtor’s request, extending Conceptual PUD approval until October 28, 2010.

9. On or about October 12, 2010, the Debtor filed an application with the City of Aspen seeking Final PUD approval.

10. On or about October 18, 2010, the City of Aspen confirmed that the Debtor’s submittal package for application for Final PUD approval was deemed complete.

11. On February 15, 2011, I attended a hearing before the Commission in relation to the Project. I attended additional hearings on behalf of the Debtor on March 15, 2011, and May 3, 2011.

12. During the May 3, 2011 hearing before the Commission, the Commission granted certain approvals under its purview and voted to recommend the Project to the City Council for consideration of the Debtor's submission for Final PUD approval.

13. On May 6, 2011, the City Council provided its appearance schedule for the following months. The scheduling of appearances at City Council hearings is subject to the City Council's schedule and availability.

14. The City Council scheduled the first reading of an approval ordinance for June 13, 2011 ("First Reading"). The date for the First Reading was selected by the Community Development Department as the members of the City Council had recently changed; the City Council was not in a position to schedule an earlier date due to the recent change in membership.

15. The First Reading is a brief introduction to the project and an opportunity for the City Council members to ask some initial questions and make a few points of what they would like addressed at a second reading. The Second Reading is the first substantive hearing or series of hearings, typically lasting several hours and consisting of presentations, public comment, etc. ("Second Reading"). The City Council heard a presentation from Community Development Department staff at First Reading, articulated a number of questions they had regarding the project, and voted to approve the application for Second Reading, setting the date of July 11, 2011 for Second Reading. This date allowed for the required public notification period prior to Second Reading. The Debtor was subsequently scheduled as the second agenda item at the July 11, 2011 hearing.

16. In addition to the Second Reading date, the City Council also provided calendar dates of July 25, 2011 and August 8, 2011 for the Debtor in the event the City Council requires additional hearings.

17. On June 13, 2011, I appeared at the First Reading. The City of Aspen planner assigned to the project made a brief presentation about the Project on behalf of the Debtor and, following questions and comments from City Council members, the City Council voted to approve the project the Second Reading on July 11, 2011.

18. On July 11, 2011, I appeared at the Second Reading. Because of another project ahead of the Debtor at the July 11 hearing, I was only given a short period of time to make a presentation, and there was no public comment period. At the end of this appearance, the City Council voted to continue the Second Reading hearing to July 25, 2011, to allow for further presentation and public comment. The City Council also reserved hearing dates for August 8, 2011, August 22, 2011, and September 12, 2011, in the event that additional dates are necessary.

19. I appeared at the continued Second Reading on July 25, 2011, where the Project was discussed with the City Council. As expected, the City Council requested additional information from the Debtor at the reserved hearing dates of August 8, 2011, September 12, 2011, and possibly August 22, 2011 if that hearing date becomes available. Thus, additional time is necessary.

20. Because of the additional hearing dates likely to be required by the City Council, Final PUD approval will not be obtained until after August 1, 2011.


21. The failure to obtain Final PUD approval by August 1, 2011 is, in my estimation, primarily a result of (i) delays caused by other significant agenda items pushing back the City Council's hearing calendar; and (ii) delays caused by the change in City Council members.

22. Based on my recent dealings with the City Council in this matter and experience regarding the approval process in such matters, it is my estimation that (i) the Debtor will be able

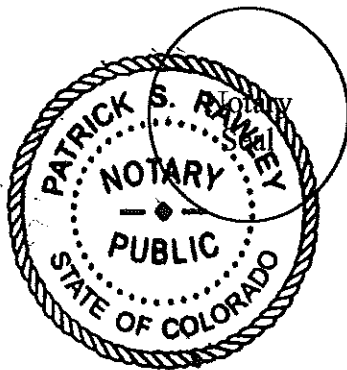
to make its full presentations at the scheduled upcoming hearings, and (ii) Final PUD approval likely will be obtained on or before September 14, 2011.

FURTHER AFFIANT SAYETH NOT.


STAN CLAUSON ASSOCIATES, INC.

  
\_\_\_\_\_  
Stan Clauson, President

SUBSCRIBED AND SWORN TO BEFORE ME IN THE COUNTY OF PITKIN, STATE OF COLORADO, THIS 26<sup>th</sup> DAY OF JULY, 2011.



My Commission Expires 07/23/2012

  
(NOTARY'S OFFICIAL SIGNATURE)

07/23/2012  
(COMMISSION EXPIRATION DATE)

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

---

In re:

PFG ASPENWALK, LLC,

Debtor.

Chapter 11

Case No. 10-47089 (RJK)

---

**CERTIFICATE OF SERVICE**

---

I, Aong Moua, declare, under penalty of perjury, that on July 26, 2011, I filed:

**AFFIDAVIT OF STAN CLAUSON IN SUPPORT OF THE  
DEBTOR'S MOTION FOR ORDER AUTHORIZING THE ENLARGEMENT OF THE  
DEBTOR'S DEADLINE TO OBTAIN CONFIRMATION OF A PLAN**

with the Clerk of Bankruptcy Court through ECF, and that ECF will send an e-notice of electronic filing to the following:

**William Fisher;** william.fisher@gpmlaw.com  
**Timothy A. Fusco;** fusco@millercanfield.com  
**Marc N. Swanson;** swansonm@millercanfield.com  
**Michael Fadlovich;** michael.fadlovich@usdoj.gov  
**Mark J. Kalla;** mark.kalla@btlaw.com  
**US Trustee;** ustpregion12.mn.ecf@usdoj.gov

I further certify that I caused a copy of the foregoing documents and the notice of electronic filing to be mailed by first class mail, postage paid, to the following parties:

AMANDA SCHMITT  
404 PARK AVENUE #1  
ASPEN CO 81611

ASPEN CUSTOM GLASS  
601 RIO GRANDE PLACE, STE 119A  
ASPEN CO 81611

ASPEN PITKIN HOUSING AUTHORITY  
ATTN: TOM MCCABE, EXEC. DIR.  
530 EAST MAIN STREET  
ASPEN CO 81611

BANK OF AMERICA, N.A.  
ATTN: RICHARD L. CARTER  
2990 LAVA RIDGE CT, SUITE 120  
ROSEVILLE CA 95661

BRITTANY BUFFALINO  
404 PARK AVENUE #1  
ASPEN CO 81611

CAMERON LEONARD  
404 PARK AVENUE #9  
ASPEN CO 81611

CITY OF ASPEN  
130 SOUTH GALENA STREET  
ASPEN CO 81611

CLAYTON DAY  
404 PARK AVENUE #2  
ASPEN CO 81611

HOLY CROSS ENERGY  
P.O. BOX 2150  
3799 HWY 82  
GLENWOOD SPRINGS CO 81602

INTEGRITY PLUMBING AND HEATING  
218 CODY LANE  
BASALT CO 81621

JOAQUINN TARANGO  
404 PARK AVENUE #5  
ASPEN CO 81611

JONATHAN RIVERS  
404 PARK AVENUE #3  
ASPEN CO 81611

JULIE COOK  
404 PARK AVENUE #0  
ASPEN CO 81611

LAURENCE MONJI  
404 PARK AVENUE #6A  
ASPEN CO 81611

LINDSAY FORSTER  
404 PARK AVENUE #3  
ASPEN CO 81611

MANUEL CORRIPIO NORIEGA  
PO BOX 2565  
ASPEN CO 81612

REBECCA POLAN  
404 PARK AVENUE #1  
ASPEN CO 81611

ROSA GONGORA  
404 PARK AVENUE #10  
ASPEN CO 81611

SHAUN HEALY  
404 PARK AVENUE #12  
ASPEN CO 81611

SHERIDAN REAL ESTATE, LLC  
ATTN: MARY ELLEN SHERIDAN  
P.O. BOX 7757  
ASPEN CO 81612

SOPRIS CONSULTING GROUP, LLC  
ATTN: PAUL LOTZER  
5400 NORWOOD LANE  
PLYMOUTH MN 55442

STAN CLAUSON ASSOCIATES, INC  
ATTN: STAN CLAUSON  
412 N MILL STREET  
ASPEN CO 81611

TERMINIX  
2907 D 1/2 ROAD  
GRAND JUNCTION CO 81504

WASTE MANAGEMENT-  
CARBONDALE  
PO BOX 78251  
PHOENIX AZ 85062

IRS  
CINCINNATI, OH 45999-0025

UNITED STATES ATTORNEY  
600 U.S. COURTHOUSE  
300 SOUTH FOURTH STREET  
MINNEAPOLIS, MN 55415

IRS DISTRICT COUNSEL  
650 GALTIER PLAZA  
380 JACKSON STREET  
SAINT PAUL, MN 55101

MINNESOTA DEPARTMENT OF  
REVENUE  
BANKRUPTCY SECTION  
P.O. BOX 64447  
SAINT PAUL, MN 55164-00447

INTERNAL REVENUE SERVICE  
STOP 5700  
30 EAST SEVENTH STREET, #1222  
SAINT PAUL, MN 55101-4940

SOURCE GAS  
DISTRIBUTION LLC  
P.O. BOX 13288  
FAYETTEVILLE, AR 72703

HONEYCOMB INTERNET  
SERVICES LL  
77 13TH AVE. NE SUITE 210  
MINNEAPOLIS, MN 55413

Dated: July 26, 2011

/e/ Aong Moua  
Aong Moua